



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed July 2, 2019


United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	
	§	CHAPTER 11
MAYFLOWER COMMUNITIES, INC. ¹	§	
	§	CASE NO. 19-30283 (HDH)
Debtor.	§	

STIPULATION AND AGREED ORDER
AMENDING BID PROCEDURES ORDER TO RESCHEDULE AUCTION

This Stipulation and Agreed Order (the “Stipulation and Agreed Order”) is entered into this 27th day of June, 2019 by and among the above-captioned debtor (the “Debtor”), UMB Bank, N.A., as bond trustee (the “Bond Trustee”), and the Official Residents’ Committee (the “Committee,” and together with the Debtor and the Bond Trustee, the “Parties”) in order to reschedule the auction set forth in the *Order (I) Approving Bid Procedures, (II) Authorizing the Debtor to Offer Certain Bid Protections to Stalking Horse, (III) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (IV)*

¹ The last four digits of the Debtor’s federal tax identification number are 6350. The mailing address for the Debtor is 1335 S. Guilford Road Carmel, Indiana 46032-2810.

Approving the Forms of Notices Related to the Sale, and (V) Granting Related Relief [Docket No. 223] (the “Bid Procedures Order”).

RECITALS

WHEREAS, on January 30, 2019, the Debtor commenced this case (the “Chapter 11 Case”) by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code;

WHEREAS, on February 11, 2019, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code, which Committee is comprised of five (5) residents living at the Debtor’s facility [Docket No. 79]. No trustee or examiner has been appointed in this Chapter 11 Case;

WHEREAS, on March 12, 2019, the Debtor filed a motion [Docket No. 139] (the “Settlement Motion”) for the entry of an order approving the settlement and compromise between the Debtor and the Bond Trustee that set forth, among other things, an agreed upon timeline and procedures (the “Bid Procedures”) for the sale of substantially all of the Debtor’s assets (the “Sale”), including an auction (the “Auction”) to be held on Friday, July 19, 2019 at 10:00 a.m. (prevailing Central time) at the offices of DLA Piper LLP (US), 1900 North Pearl Street, Suite 2200, Dallas, Texas 75201. On April 11, 2019, the Court entered an order approving the Settlement Motion [Docket No. 216];

WHEREAS, on March 26, 2019, in connection with the Settlement Motion, the Debtor filed a motion seeking the approval of, among other things, the Bid Procedures for the Sale [Docket No. 164] (the “Bid Procedures Motion”);

WHEREAS, on April 22, 2019, the Court entered the Bid Procedures Order, which established certain deadlines and dates including, among others, (i) the date of the Auction, if necessary, on Friday, July 19, 2019 at 10:00 a.m. (prevailing Central time); and (ii) the date of the

hearing to consider approval of the Sale on Wednesday, July 24, 2019 at 9:00 a.m. (prevailing Central time);

WHEREAS, on June 13, 2019, the Debtor entered into an Asset Purchase Agreement with Prairie Landing Community, Inc., an Indiana nonprofit corporation (the “Stalking Horse”), to serve as the stalking horse bidder, pursuant to which the Stalking Horse has agreed to purchase the Debtor’s assets for Sixty-One Million Dollars (\$61,000,000.00), subject to higher and better bids;

WHEREAS, for the convenience of the Parties and to avoid unnecessary expenses, the Parties desire to reschedule the Auction, if necessary, to Monday, July 22, 2019 at 1:30 p.m. (prevailing Central time) at the offices of DLA Piper LLP (US), 1900 North Pearl Street, Suite 2200, Dallas, Texas 75201; and

WHEREAS, the Stalking Horse has informed the Debtor that it has no objection to rescheduling the Auction to Monday, July 22, 2019 at 1:30 p.m. (prevailing Central time).

STIPULATION AND AGREED ORDER

NOW, THEREFORE STIPULATED AND AGREED AS FOLLOWS:

1. The Auction, if necessary under the Bid Procedures, shall be held on **July 22, 2019 at 1:30 p.m. (prevailing Central time)** at the offices of DLA Piper LLP (US), 1900 North Pearl Street, Suite 2200, Dallas, Texas 75201. The Auction may be further rescheduled by the Debtor, with the approval of the Bond Trustee and Committee, without further order of the Court upon notice of the adjournment or rescheduling of the Auction.
2. Other than the date of the Auction, all dates and deadlines set forth in the Bid Procedures Order shall remain the same.
3. This Stipulation and Agreed Order shall not be stayed under Rule 6004(g) of the Federal Rules of Bankruptcy Procedures, but instead shall be effective immediately.

4. This Stipulation and Agreed Order may be executed in one or more counterparts, by e-mail or otherwise, each of which shall be deemed an original, and all of which, when taken together, shall constitute one and the same document.

5. The Debtor shall provide notice of this Stipulation and Agreed Order to: (i) the U.S. Trustee; (ii) the Internal Revenue Service; (iii) the Offices of the Attorney General of the States of Indiana and Texas; (iv) the State of Indiana Department of Health; (v) the Indiana Secretary of State, Securities Division; and (vi) those parties who have requested notice pursuant to Bankruptcy Rule 2002.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Agreed Order.

IT IS SO ORDERED

[Signature Pages Follow]

STIPULATED AND AGREED TO BY:

Dated: June 27, 2019
Dallas, Texas

DLA PIPER LLP (US)

/s/ Daniel Prieto

Daniel Prieto, State Bar No. 24048744
1900 North Pearl Street, Suite 2200
Dallas, Texas 75201
Tel: (214) 743-4500
Fax: (214) 743-4545
Email: dan.prieto@dlapiper.com

- and -

Thomas R. Califano (admitted *pro hac vice*)
1251 Avenue of the Americas
New York, New York 10020
Tel: (212) 335-4500
Fax: (212) 335-4501
Email: thomas.califano@dlapiper.com

- and -

Rachel Nanes (admitted *pro hac vice*)
rachel.nanes@dlapiper.com
DLA Piper LLP (US)
200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131
Tel: (305) 423-8563
Fax: (305) 675-8206
E-mail: rachel.nanes@dlapiper.com

Counsel for the Debtor

Dated: June 27, 2019
Dallas, Texas

**MINTZ, LEVIN, COHN, FERRIS,
GLOVSKY AND POPEO, P.C.**

/s/ Charles W. Azano

Charles W. Azano (admitted *pro hac vice*)
One Financial Center
Boston, Massachusetts 02111
Tel: (617) 542-6000
Fax: (617) 542-2241
Email: cwazano@mintz.com

Counsel for the Bond Trustee

Dated: June 27, 2019
Dallas, Texas

NELIGAN LLP

/s/ James P. Muenker
James P. Muenker, State Bar No. 24002659
325 N. St. Paul, Suite 3600
Dallas, Texas 75201
Tel: (214) 840-5300
Fax: (214) 840-5301
E-mail: jmuenker@neliganlaw.com

*Counsel for the Official Residents'
Committee*